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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
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PROCESSED

FORM D

AUG 13 2004 2

THOMSON FINANCIAL

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC	USE ON	VLY
Prefix		Serial
DAT	E RECEI	VED

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Name of Offering ([] check change.) Bluestem Ethano	if this is an amendment and name has changed II, L.L.C.	ed, and indicate Allis 1 2004
Filing Under (Check box(es apply):	s) that [ ] Rule 504 [ ] Rule 505 [X ] Rule	506 [] Section 4(6) 51 DLOE
Type of Filing: [X] New Fili	ng [ ] Amendment	HAVE (SIN 1910) SINCE SI
	A. BASIC IDENTIFICATION DATA	
1. Enter the information rec	quested about the issuer	04038691
Name of Issuer ([ ] check Bluestem Ethanol II, L.L.C.	if this is an amendment and name has change	ed, and indicate change.)
	es (Number and Street, City, State, Zip Co ling Area Code) 122 S. Phillips Ave., Ste. 300,	
Address of Principal Busine Telephone Number (Includi (if different from Executive	•	te, Zip Code)
Brief Description of Busines Owning an interest i	ss n an ethanol plant in Fort Dodge,	Iowa
Type of Business Organiza	tion	
[ ] corporation	[ ] limited partnership, already formed	[X] other (please specify):
[ ] business trust	[ ] limited partnership, to be formed	Limited liability company



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	Month	Year		
Actual or Estimated Date of Incorporation or Organization:	[ 04 ]	[04]	[X] Actual	[] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-let CN for Canada; F				
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#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;

- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Full Name (Last name first, if individual)

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C.	OFFER	ING PRI	ICE, NU	MBER (	OF INVE	STORS,	EXPEN	SES AN	D USE O	F PROC	CEEDS	2004
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	Total								\$		\$	

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."					
	Numb Inves			Doll	regate ar Amount urchases
Accredited Investors		N/A		\$	0
Non-accredited Investors		N/A		\$	0
Total (for filings under Rule 504 only)		N/A		\$	0
Answer also in Appendix, Column 4, if filing under ULOE.					
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.					
Type of offering	Туре	of Secu	urity	Doll Solo	ar Amount d
Rule 505		N/A		\$	0
Regulation A		N/A		\$	0
Rule 504		N/A		\$	00
Total	•••	N/A		\$	0
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
Transfer Agent's Fees			[]	\$	
Printing and Engraving Costs			[ X]	\$ <u>2,5</u>	500
Legal Fees			[ X]	\$ <u>20</u>	,000
Accounting Fees			[ X]	\$	
Engineering Fees			[]	\$	
Sales Commissions (specify finders' fees separately)			[X]	\$	<del></del>
Other Expenses (identify)			[]	\$	
Total			[X]	\$ <u>22</u>	,500
b. Enter the difference between the aggregate offering price given in respo C - Question 1 and total expenses furnished in response to Part C - Questi difference is the "adjusted gross proceeds to the issuer."	on 4.a			\$ <u>9,</u> 4	177,500

or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		[] \$	[] \$
Purchase of real estate		[]	[X] \$
Purchase, rental or leasing and installation of ma		[]	[]
Construction or leasing of plant buildings and fac	cilities	[] \$	[] \$
Acquisition of other businesses (including the va securities involved in this offering that may be u exchange for the assets or securities of another pursuant to a merger)	sed in issuer	[]	[X] \$ <u>9,475,000</u>
Repayment of indebtedness		[] \$	[ ] \$
Working capital		[] \$	[X] \$2,500
Other (specify):		[]	[]
		[] \$	[]
Column Totals		[X] \$	[X] \$9,477,500
Total Payments Listed (column totals added)		·	477,500
D. FEDERAL SIG			- P - P - Quinning 17
The issuer has duly caused this notice to be signed be his notice is filed under <u>Rule 505</u> , the following signate furnish to the U.S. Securities and Exchange Commenformation furnished by the issuer to any non-accred <u>Rule 502</u> .	y the undersigned du ture constitutes an unission, upon written i	uly authorized persor ndertaking by the iss request of its staff, th	suer ne
ssuer (Print or Type)	Signature	Dat	е
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John F. Archer	Attorney		main may be the second
ATTENTIC	)N		

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Payments to

E. STATE SIGNATURE	
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No [ ] [ X]"
See Appendix, Column 5, for state response.	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature /// Date
	My Click 8-09-04
Bluestem Ethanol II, L.L.C.	04000000000
Name of Signer (Print or Type)	Title (Print or Type)
John F. Archer	Attorney

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# **APPENDIX**

4		Service all a 1 construction of the		- Control of the cont		an outside the second s	Manager and the second		·····
1	Intend t to non-acc investors (Part B-l	o sell credited in State	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		4  Type of investor and amount purchased in State  (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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